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STATE OF SOUTH DAKOTA
Statement of Legal Newspaper Ownership and Circulation

Return to: Secretary of State, 500 E. Capitol, Pierre, SD 57501-5077

1. TITLE OF NEWSPAPER The Rapid City Journal		2. DATE 10/1/04
3. FREQUENCY OF ISSUE Daily	3A. NO. OF ISSUES PUBLISHED ANNUALLY 366	3B. ANNUAL SUBSCRIPTION PRICE $190.00
4. COMPLETE MAILING ADDRESS OF KNOWN OFFICE OF PUBLICATION (Street, City, County, State and ZIP+4 Code) (Not printers) 507 Main St., PO Box 450, Rapid City, Pennington, SD 57709-0450		
5. COMPLETE MAILING ADDRESS OF THE HEADQUARTERS OR GENERAL BUSINESS OFFICES OF THE PUBLISHER (Not printers) 507 Main St., PO Box 450, Rapid City, Pennington, SD 57709-0450		
6. FULL NAME OF PUBLISHER: Bill Masterson Jr.		

7. OWNER (If owned by a corporation, its name and address must be stated and list on the back of this form the names and addresses of stockholders owning or holding 1 percent or more of total amount of stock. If not owned by a corporation, the names and addresses of the individual owners must be given. If owned by a partnership or other unincorporated firm, its name and address, as well as that of each individual must be given.

FULL NAME	COMPLETE MAILING ADDRESS
See Attached	

8. KNOWN BONDHOLDERS, MORTGAGES, AND OTHER SECURITY HOLDERS OWNING OR HOLDING 1 PERCENT OR MORE OF TOTAL AMOUNT OF BONDS, MORTGAGES OR OTHER SECURITIES (If there are none, so state. If more space is needed, list on back of this form.

See Attached

9. EXTENT AND NATURE OF CIRCULATION	AVERAGE NO. COPIES EACH ISSUED PRECEDING 12 MONTHS	ACTUAL NO. COPIES ISSUED NEAREST TO FILING DATE
A. TOTAL NO. COPIES (Net Press Run)	33,171	40,506
B. PAID AND/OR REQUESTED CIRCULATION 1. Sales through dealers and carriers, street vendors and counter sales.	28,266	34,942
2. Mail Subscription (Paid and or requested)	1,658	1,600
C. TOTAL PAID AND/OR REQUESTED CIRCULATION (Sum of 9B1 and 9B2)	29,924	36,542
D. FREE DISTRIBUTION 1. BY MAIL, CARRIER OR OTHER MEANS	334	379
2. SAMPLES, COMPLIMENTARY AND OTHER FREE COPIES	812	895
E. TOTAL DISTRIBUTION (Sum of C, D1 and D2)	31,070	37,816
F. COPIES NOT DISTRIBUTED 1. Office use, left over, unaccounted, spoiled after printing	338	275
2. Return from News Agents	1,763	2,415
G. TOTAL (Sum of E, F1 and F2 – Should equal net press run shown in A)	33,171	40,506

Statement must be signed by Publisher, Business Manager, or Owner in the presence of a Notary Public

I swear that the statements made by me are true, correct, and complete:

(Signature) Publisher (Title)

State of South Dakota)
§
County of Pennington)

Sworn to before me this 30th day of September 20 04

Deborah Stumaker
Notary Public

(Seal)

My commission expires: 9-9-04

Form: SOS REC 051 7/2004

September 14, 2004

TO: ALL LEE PUBLISHERS AND CIRCULATION MANAGERS

RE: STATEMENT OF OWNERSHIP -- SHAREHOLDERS OVER 1% AS 8/31/04

The Bair Company, c/o First Trust National Assoc., P.O. Box CM-9551, St. Paul, MN 55170
Betty Adler Schermer, 210 Lake Avenue, Aspen, CO 81615
Lloyd G. Schermer, 210 Lake Avenue, Aspen, CO 81615
Wells Fargo Bank Minnesota, N.A., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NJ 11707
Bank of New York, One Wall Street, New York, NY 10286
Grant E. Schermer, 10455 O'Brien Creek, Missoula, MT 59804
Gregory P. Schermer, 2160 St. Andrews Circle, Bettendorf, IA 52722
John and Susan A. Talbot, 11 Greenbriar Drive, Missoula, MT 59802
Boston Safe Deposit & Trust Co., c/o Mellon Bank N.A., 525 William Penn Place Suite 3418, Pittsburg, PA 15259
Charles Schwab & Co., Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NY 11717
Ariel Capital Management, Inc., 200 East Randolph Drive, Chicago, IL 60601
US Bank NA, 1555 N. Rivercenter Dr. Ste300, Milwaukee, WI 53212
The Northern Trust Co. – Trust, 801 S. Canal C-IN, Chicago, IL 60607
Barclays Global Investors, N.A., 980 9th Street, 6th Floor, Sacramento, CA 95814
California State Teachers Retirement, 7667 Folsom Blvd., Sacramento, CA 95826
The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355
State Street Bank and Trust Co., 1776 Heritage Drive, Global Corp Action Unit, JAB 5NW No., Quincy, MA 02171
Merrill Lynch Pierce Safekeeping, 4 Corporate Place, Piscataway, NJ 08854
Gabelli Asset Management Company, 1 Corporate Center, Rye, NY 10580
Bear Stearns Securities Corp., One Metrotech Center North, 4th Floor, Brooklyn, NY 11201
Brown Brothers Harriman & Co., 63 Wall St., 8th Floor, New York, NY 10005
UBS Financial, 1200 Harbor Blvd., Weehawken, NJ 07086
Private Capital Management, 8889 Pelican Bay Blvd., Ste. 500, Naples, FL 34108
EBS Asset Management, 7777 Washington Village Dr., Ste. 210, Dayton, OH 45459
Goldman, Sachs & Co., 180 Maiden Lane, New York, NY 10038
National Financial Services, LLC, 200 Liberty Street, New York City, NY 10281
Pershing LLC Securities Corp., 1 Pershing Plaza, Jersey City, NJ 07399
Citigroup Global Market Inc, 333 W. 34th Street, New York, NY 10001
JP Morgan Chase Bank IA, One Chase Manhattan Plaza 4-B, New York, NY 10081
JP Morgan Chase Bank, 14201 Dallas Pkwy, Dallas, TX 75254
Legg Mason Wood Walker Inc., c/o ADP Proxy Services, 51 Mercedes Way, Edgewood, NJ 11717

Great-West Life & Annuity Ins. Co., 8515 E. Orchard Rd., Greenwood Village, CO 80111

Lee Endowment Foundation, c/o First Citizens National Bank, 2601 Fourth Street, Mason City, IA 50402

Barclays Bank PLC, 54 Lombard Street, London

State Street Corporation, 225 Franklin Street, Boston, MA 02110

US Bancorp, 800 Nicollet Mall, Minneapolis, MN 55402

Below is the list of known bondholders, mortgage holders and other security holders:

The Northwestern Mutual Life Insurance Company, 720 East Wisconsin Avenue, Milwaukee, WI 53202

Hartford Investment Management Company, c/o Investment Department - Private Placements, 55 Farmington Avenue, Hartford, CT 06105

Massachusetts Mutual Life Insurance Company, 1295 State Street, Springfield, MA 01111

Mutual of Omaha Insurance Company, Mutual of Omaha Plaza, Omaha, NE 68175

Modern Woodmen of America, Investment Department, 1701 First Avenue, Rock Island, IL 61201

Ameritas Life Insurance Corp., 5900 "O" Street, Lincoln, NE 68510

Jefferson-Pilot Life Insurance Company, P.O. Box 21008, Greensboro, NC 27420

State Farm Life Insurance Company, Investment Dept. E-10, One State Farm Plaza, Bloomington, IL 61710

Nationwide Life Insurance Company, One Nationwide Place, Columbus, OH 43215

Thrivent Financial for Lutherans, Mail Stop 1010, 625 Fourth Avenue South, Minneapolis, MN 55415